

GS Capital Partners VI Parallel LP  
 Form 3  
 December 21, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |  |   |  |
|---|---------|----------|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement             | 3. Issuer Name and Ticker or Trading Symbol |  |
| Â GOLDMAN SACHS GROUP INC                 |         |          | (Month/Day/Year)                                 | LVB Acquisition, Inc. [NONE]                |  |
| (Last)                                    | (First) | (Middle) | 11/28/2011                                       |   |  |
| 200 WEST STREET,Â                         |         |          | 4. Relationship of Reporting Person(s) to Issuer |   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                  |         |          | (Check all applicable)                           |   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10282                      |         |          | ___ Director ___X___ 10% Owner                   |   | ___ Form filed by One Reporting Person                     |
| (City)                                    | (State) | (Zip)    | ___ Officer (give title below)                   |   | ___ Other (specify below)                                  |
|   |         |          |  |   | ___X___ Form filed by More than One Reporting Person       |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)                         |
|---------------------------------|---|--|---|
| Common Stock                    | 130,845,980   | I  | See Explanation of Responses <sup>(1)</sup><br><u>(2) (3) (4) (5) (6) (7)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC<br>200 WEST STREET<br>NEW YORK, NY 10282  | ^             | ^ X       | ^       | ^     |
| GOLDMAN SACHS & CO<br>200 WEST STREET<br>NEW YORK, NY 10282   | ^             | ^ X       | ^       | ^     |
| GS Capital Partners VI Fund, L.P.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282          | ^             | ^ X       | ^       | ^     |
| GSCP VI Advisors, L.L.C.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282                   | ^             | ^ X       | ^       | ^     |
| GS Capital Partners VI Offshore Fund, L.P.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282 | ^             | ^ X       | ^       | ^     |
| GSCP VI Offshore Advisors, L.L.C.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282          | ^             | ^ X       | ^       | ^     |
| GS Capital Partners VI Parallel LP<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282         | ^             | ^ X       | ^       | ^     |
| GS Advisors VI, L.L.C.<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282                     | ^             | ^ X       | ^       | ^     |
| GS Capital Partners VI GmbH & Co KG<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282        | ^             | ^ X       | ^       | ^     |
| GOLDMAN, SACHS MANAGEMENT GP GMBH<br>C/O GOLDMAN, SACHS & CO.   | ^             | ^ X       | ^       | ^     |

200 WEST STREET  
NEW YORK, NY 10282

## Signatures

/s/ Yvette Kusic, 12/21/2011  
Attorney-in-fact

\_\_Signature of Reporting Person Date

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## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), GS LVB Co-Invest, L.P. ("GS LVB"), Goldman Sachs BMET Investors, L.P. ("GS BMET"), Goldman Sachs BMET Investors Offshore Holdings, L.P. ("GS BMET Offshore"), GS PEP Bass Holdings, L.L.C. ("GS PEP"), Goldman Sachs Private Equity Partners, 2004-Direct Investment Fund, L.P. ("GS 2004"), Goldman Sachs Private Equity Partners, 2005-Direct Investment Fund, L.P. ("GS 2005") and Goldman Sachs Private Equity Partners IX-Direct Investment Fund, L.P. ("GS IX", and together with GS Capital, GS Offshore, GS Parallel, GS Germany, GS LVB, GS BMET, GS BMET

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Offshore, GS PEP, GS 2004, GS 2005, the "GS Entities"); (continued in footnote 2)

GSCP VI Advisors, L.L.C., GSCP VI Offshore Advisors, L.L.C., GS Advisors VI, L.L.C., Goldman, Sachs Management GP GmbH, GS LVB Advisors, L.L.C., GS BMET Advisors, L.L.C., GS BMET Offshore Advisors, Inc., Goldman Sachs PEP 2004 Direct Investment

(2) Advisors, LLC ("PEP 2004"), Goldman Sachs PEP 2005 Direct Investment Advisors, LLC ("PEP 2005") and Goldman Sachs PEP IX Direct Investment Advisors, LLC ("PEP IX")(together with the GS Entities, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in triplicate.

Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Entities. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Entities. GS Group and Goldman Sachs may be deemed to beneficially own indirectly 130,845,980 shares of Common Stock, par value \$0.01 per share (the "Common Stock") of LVB Acquisition, Inc. by reason of the direct beneficial ownership of such shares by the

(3) GS Entities. The GS Entities may be deemed to beneficially own indirectly 130,845,980 shares of Common Stock in the aggregate by reason of the direct beneficial ownership of such shares by, and their aggregate direct ownership of 1,308,419.15815 membership units in, LVB Acquisition Holding, LLC ("Holding"). The membership interests of Holding are held by a private investor group, which includes the GS Entities.

GS Capital, and its general partner GSCP VI Advisors, L.L.C., may be deemed to beneficially own indirectly approximately 43,369,262.9 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 433,679.15808 membership units in, Holding. GS Germany, and its general partner Goldman, Sachs Management GP GmbH, may be deemed to

(4) beneficially own indirectly approximately 1,541,366.6 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 15,413.18755 membership units in, Holding. GS Offshore, and its general partner GSCP VI Offshore Advisors, L.L.C., may be deemed to beneficially own indirectly approximately 36,072,996.3 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 360,718.75833 membership units in, Holding.

GS Parallel, and its general partner GS Advisors VI, L.L.C., may be deemed to beneficially own indirectly approximately 11,925,755.2 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 119,253.84819 membership units in, Holding. GS LVB, and its general partner GS LVB Advisors, L.L.C., may be deemed to beneficially own indirectly

(5) approximately 6,187,791.2 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 61,875.99 membership units in, Holding. GS BMET, and its general partner GS BMET Advisors, L.L.C., may be deemed to beneficially own indirectly approximately 6,313,991.1 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 63,137.95 membership units in, Holding.

GS BMET Offshore, and its general partner GS BMET Offshore Advisors, Inc., may be deemed to beneficially own indirectly approximately 18,479,119 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 184,785.45 membership units in, Holding. GS PEP may be deemed to beneficially own indirectly approximately

(6) 4,446,519.7 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 44,463.816 membership units in, Holding. GS 2004, and its general partner PEP 2004, may be deemed to beneficially own indirectly approximately 630,999.6 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 6,309.8 membership units in, Holding.

GS 2005, and its general partner PEP 2005, may be deemed to beneficially own indirectly approximately 901,348 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 9,013.2 membership units in, Holding.

(7) GS IX, and its general partner PEP IX, may be deemed to beneficially own indirectly approximately 976,830.3 shares of Common Stock by reason of the direct beneficial ownership of such shares by, and their direct ownership of 9,768 membership units in, Holding. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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